



SEPT.  
NO. 328

12¢

# ACTION COMICS

THE SPY-MONITOR  
SHOWS OUR PLOT  
WORKED! WE MANAGED  
TO SECRETLY COAT  
SUPERMAN'S HANDS  
WITH CHEMICALS THAT  
MADE HIM A *LIVING*  
DOOMSDAY BOMB!

WHEN HE  
CLAPPED HIS  
HANDS TO APPLAUD  
THE *SUPERMAN DAY*  
PARADE, HE DETONATED  
A BLAST THAT WIPED  
OUT METROPOLIS!



THE *MIGHTIEST* MAN ON EARTH  
BECOMES THE *DEADLIEST* IN...  
**"SUPERMAN'S  
HANDS OF DOOM!"**



# SUPERMAN

THE PEOPLE OF METROPOLIS  
ARE PARADING IN MY HONOR!  
WHAT A GLORIOUS THRILL! I  
MUST APPLAUD THEIR COLORFUL  
FLOATS AND COSTUMES!

IT'S THE MOST DIABOLICAL  
ANTI-SUPERMAN SCHEME  
OF ALL TIME! GANG-LORDS  
OF THE UNDERWORLD ARRANGE  
FOR THE MAN OF STEEL TO  
WIPE OUT AN ENTIRE CITY!  
THEN THE WORLD'S GREATEST  
HERO WILL BECOME THE MOST  
HATED MAN ON EARTH WHEN  
METROPOLIS FALLS VICTIM  
TO...

## SUPERMAN'S HANDS OF DOOM!

BEWARE, SUPERMAN!  
THIS HAND IS  
COATED WITH AN  
INVISIBLE  
NUCLEAR CHEMICAL,  
MEGATRON ALPHA!

THIS PALM IS  
COATED WITH  
MEGATRON OMEGA!  
ONE CLAP OF YOUR  
MIGHTY HANDS  
WILL TRIGGER OFF AN  
ATOMIC EXPLOSION!



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# ACTION COMICS



ONE DAY, IN THE OFFICE OF A GANGLAND RACKETEER STAR...

B-BUT THE BOSS  
ISN'T SEEING  
ANYONE, HE'S  
BUSY!

HE'LL SEE US,  
SISTER, OR ELSE!



YOU KNOW WHAT WE'RE  
HERE FOR, PAL! COME  
ACROSS WITH YOUR  
CONTRIBUTION!

OKAY! HERE'S MY  
50 GRAND! BUT  
THIS DEAL HAD  
BETTER PAY OFF!



AS OTHER GANGLAND LAIRS ARE VISITED...

YOU CAN AFFORD  
TO DOUBLE THAT  
DONATION, "FINGERS"!

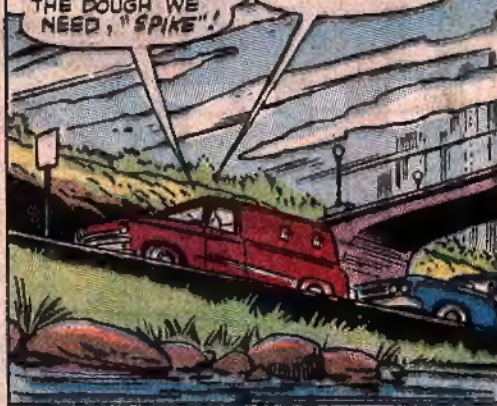
ALL RIGHT, "ROCKY"! IT'LL BE  
WORTH EVERY CENT IF OUR  
PLAN GOES THROUGH!



LATER, AN UNDERWORLD CONVOY LEAVES  
METROPOLIS...

A MILLION IN COLD  
CASH... WE HAVE ALL  
THE DOUGH WE  
NEED, "SPIKE"!

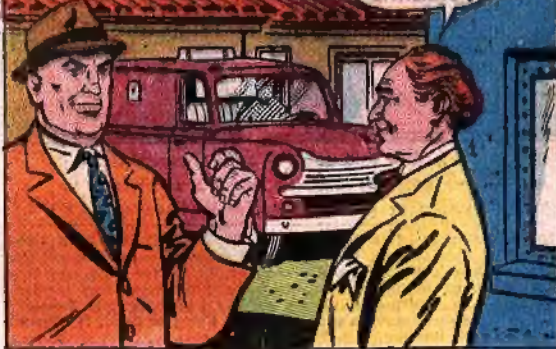
NOW TO MAKE  
OUR DEAL WITH  
MR. GIMMICK!



SOON, AT THE REMOTE HEADQUARTERS OF A GANG-  
LAND GENIUS WHOSE CUNNING CRIMINAL SCHEMES  
HAVE EARNED HIM THE NAME OF MR. GIMMICK...

THERE IT IS, MR.  
GIMMICK-THE MILLION  
CLAMS YOU ASKED FOR!

JUST PUT IT IN MY VAULT...  
THEN WE'LL DISCUSS MY  
FOOL-PROOF PLAN TO  
WRECK SUPERMAN'S  
CAREER!



PRESENTLY, IN A NEARBY ABANDONED QUARRY...

HEY, GIMMICK, WHAT GIVES?  
WHAT'S THIS PAIR OF  
MECHANICAL HANDS GOT  
TO DO WITH THAT ANTI-  
SUPERMAN SCHEME YOU  
SAID YOU HAD?

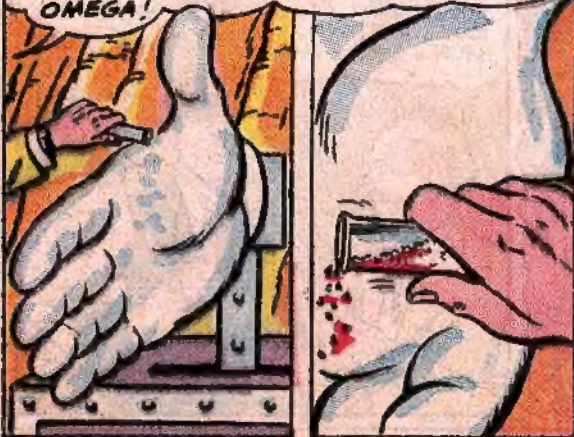
PATIENCE! I AM  
ABOUT TO ILLUSTRATE  
THE METHOD I WILL  
USE TO RUIN SUPER-  
MAN!





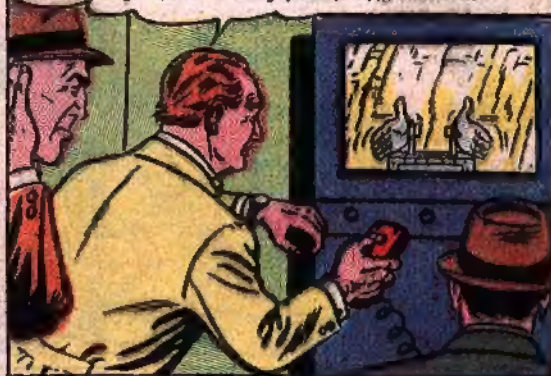


OBSERVE, AS I DUST A FEW SPECKS OF THE SUPER-EXPLOSIVE, **MEGATRON ALPHA**, ON ONE HAND... AND ON THE OTHER HAND, SPECKS OF **MEGATRON OMEGA**!



THEN, FROM A SHELTERED HIDING PLACE...

SEE WHAT HAPPENS WHEN THOSE TWO HANDS CLAP TOGETHER! THE IMPACT WILL RESULT IN AN EXPLOSION EQUAL TO A SUPER-ATOMIC BLAST! I'LL START THE COUNTDOWN! 5 SECONDS--4--3--2--1--0! WATCH THE MONITOR!



THE MECHANICAL PALMS CONVERGE, AND...



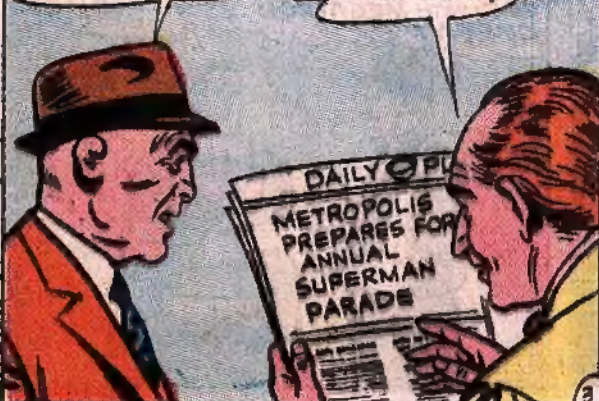
HOLY COW! THOSE FEW TINY GRAINS OF **MEGATRON** SHATTERED HALF THAT MOUNTAIN! BUT SUPPOSE **SUPERMAN** DETECTED THAT BLAST?

RELAX! I TIMED THE EXPLOSION TO COINCIDE WITH AN UNDERGROUND NUCLEAR TEST BEING MADE IN NEVADA AT THE SAME MOMENT!



BUT HOW CAN **MEGATRON** HURT **SUPERMAN**? EVERYONE KNOWS THAT GUY'S INVULNERABLE!

HERE'S THE REST OF MY PLAN, "ROCKY"!... THEY'RE CELEBRATING **SUPERMAN DAY** IN **METROPOLIS** NEXT WEEK!



THE HERO-WORSHIPPING FOOLS WILL PARADE PAST OUR SUPER-FOE WITH ALL KINDS OF FLOATS AND DISPLAYS... HE'S BOUND TO APPLAUD THEIR EFFORTS--

I GET IT! IF WE CAN SMEAR SOME OF THIS **MEGATRON ALPHA** AND **OMEGA** ON HIS HANDS BEFORE HE APPLAUDS--  
**WOW!**



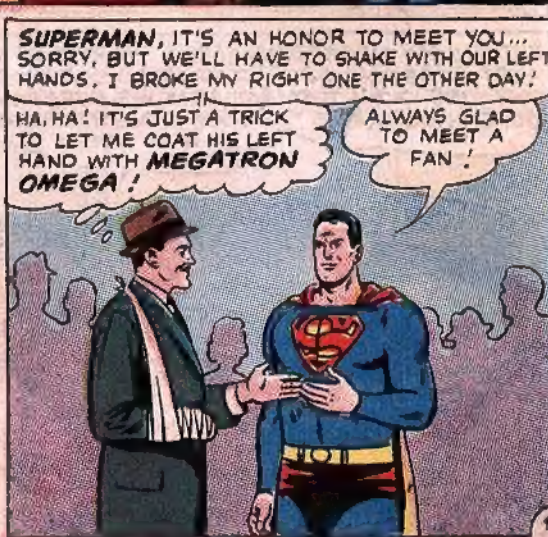
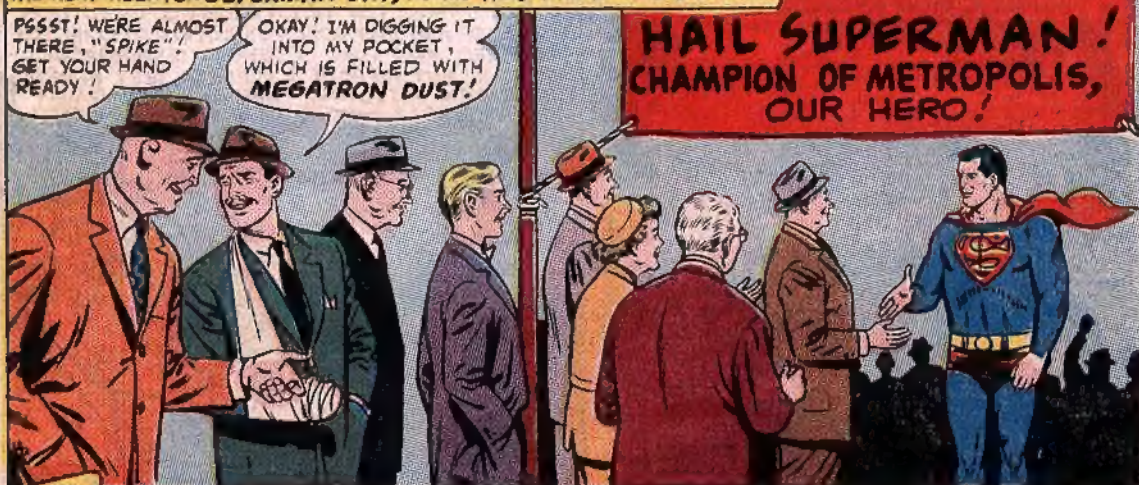




# ACTION COMICS



THE NEXT WEEK, ON **SUPERMAN DAY**, AS HIS FANS LINE UP TO GREET HIM...



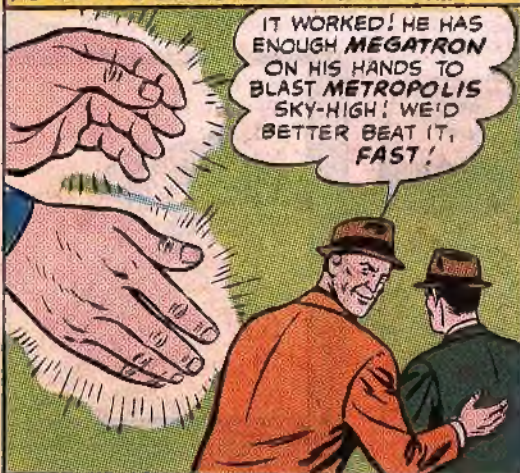




# ACTION COMICS



AS THE EVIL-DOERS LEAVE HURRIEDLY...



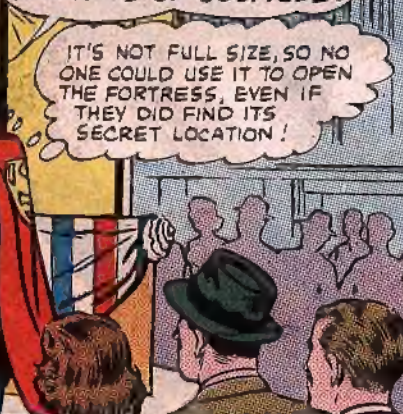
SOON AFTERWARDS, AS A SUPERSONIC PLANE PREPARES TO LEAVE METROPOLIS...



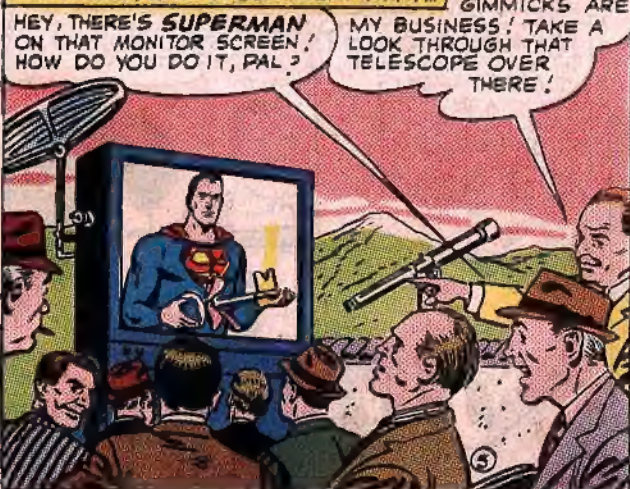
HOURS LATER, AS THE CEREMONIES BEGIN...



THANK YOU, MR. MAYOR! AND IN RETURN, LET ME PRESENT YOU WITH THIS REPLICA OF THE KEY TO MY **FORTRESS OF SOLITUDE!**

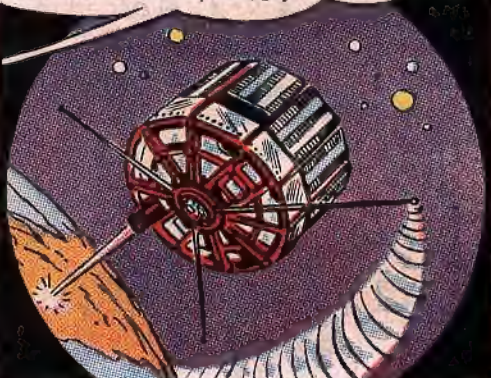


MEANWHILE, HALF A CONTINENT AWAY...



GIMMICKS ARE MY BUSINESS! TAKE A LOOK THROUGH THAT TELESCOPE OVER THERE!

I'M UTILIZING THE EXPERIMENTAL SPY-IN-THE-SKY SATELLITE, WHICH IS IN A FIXED ORBIT OVER METROPOLIS! A SIMPLE ELECTRONIC BEAM TRIGGERED IT TO TRANSMIT PICTURES OF THE PARADE, TAKEN WITH A SUPER-TELESCOPIC LENS, TO US!





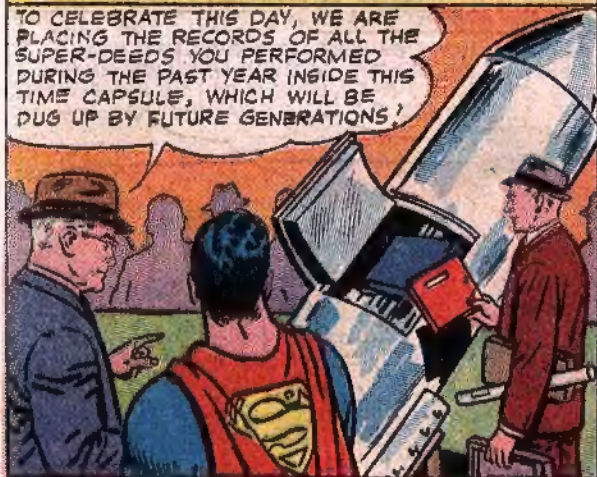


# ACTION COMICS



AND IN METROPOLIS, THE PROGRAM PROCEEDS...

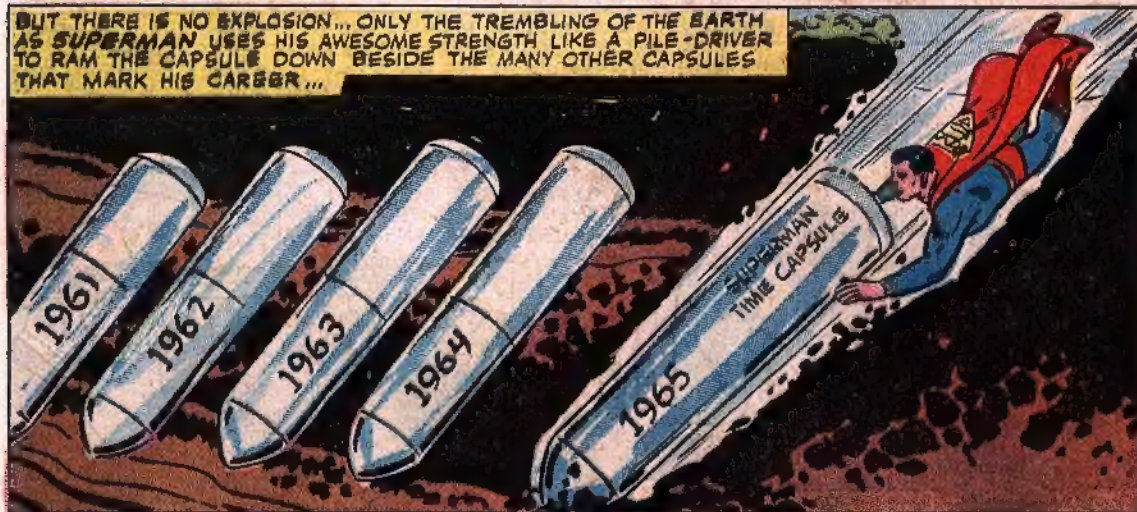
TO CELEBRATE THIS DAY, WE ARE PLACING THE RECORDS OF ALL THE SUPER-DEEDS YOU PERFORMED DURING THE PAST YEAR INSIDE THIS TIME CAPSULE, WHICH WILL BE DUG UP BY FUTURE GENERATIONS!



THIS IS IT! **SUPERMAN** IS GOING TO DRIVE THAT TIME CAPSULE DEEP INTO THE EARTH! THE IMPACT MAY SET OFF THE SUPER-EXPLOSIVE!



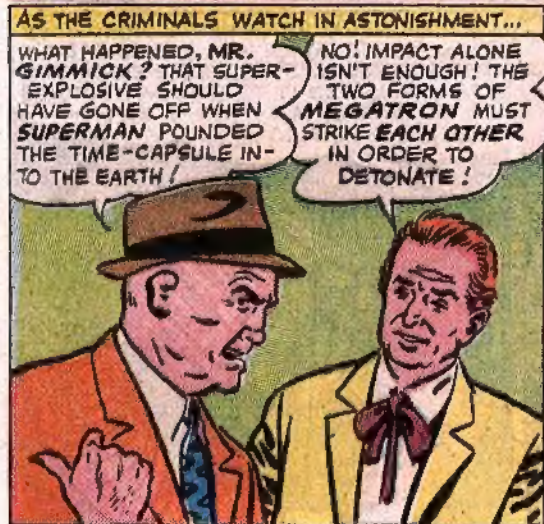
BUT THERE IS NO EXPLOSION... ONLY THE TREMBLING OF THE EARTH AS **SUPERMAN** USES HIS AWESOME STRENGTH LIKE A PILE-DRIVER TO RAM THE CAPSULE DOWN BESIDE THE MANY OTHER CAPSULES THAT MARK HIS CAREER...



AS THE CRIMINALS WATCH IN ASTONISHMENT...

WHAT HAPPENED, MR. GIMMICK? THAT SUPER-EXPLOSIVE SHOULD HAVE GONE OFF WHEN **SUPERMAN** POUNDED THE TIME-CAPSULE INTO THE EARTH!

NO! IMPACT ALONE ISN'T ENOUGH! THE TWO FORMS OF **MEGATRON** MUST STRIKE EACH OTHER IN ORDER TO DETONATE!



MEANWHILE, **SUPERMAN'S** FRIENDS WATCH AS THE PARADE CONTINUES...

HOW ABOUT THAT, LOIS? THE BAKING INDUSTRY OF **METROPOLIS** BAKED A ONE-TON CAKE IN HONOR OF **SUPERMAN**!

YES, IT'S A MIGHTY SWEET TRIBUTE, JIMMY!

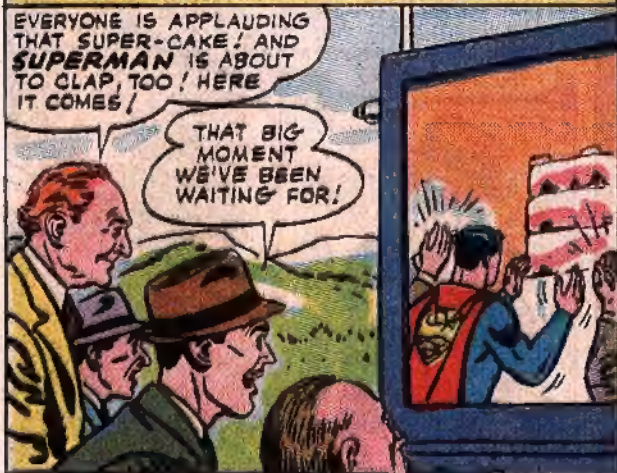




AND FAR TO THE WEST, EVIL EYES ARE GLOATING...

EVERYONE IS APPLAUDING THAT SUPER-CAKE! AND SUPERMAN IS ABOUT TO CLAP, TOO! HERE IT COMES!

THAT BIG MOMENT WE'VE BEEN WAITING FOR!



BUT IN THE NEXT FORTUNATE INSTANT, AN ADMIRING FAN STEPS UP, AND...

SUPERMAN! WOULD YOU PLEASE AUTOGRAPH THIS PROGRAM FOR ME? BR...OF COURSE! I'D BE GLAD TO!



AS THE CRIMINALS RAGE IN ANGER...

OH, NO! THAT PROGRAM PLACED BETWEEN SUPERMAN'S HANDS PREVENTED THE SUPER-BLAST! MEGATRON ALPHA AND OMEGA MUST MEET WITH DIRECT IMPACT IN ORDER TO EXPLODE!

WHAT ROTTEN LUCK!



AND, IN METROPOLIS, THE CELEBRATION CONTINUES...

NEXT TO HONOR SUPERMAN IS PENNY DARE--A VICTIM OF PARALYSIS! SUPERMAN USED HIS X-RAY VISION TO GUIDE THE SURGEONS WHO PERFORMED THE DELICATE OPERATION ON HER!

GULP! WHAT A LOVELY CHILD! TOO BAD SHE'S STILL IN A WHEEL CHAIR!



THEN, TO THE AMAZEMENT OF ALL...

THANKS TO SUPERMAN, PENNY IS COMPLETELY CURED! AND TO SHOW HER APPRECIATION, SHE'LL PLAY A TUNE ON HER MUSICAL BOTTLES, AS THOUGH THEY WERE A XYLOPHONE!

HOW THRILLING!



BUT EVIL EYES ARE WATCHING, TOO...

EVERYONE'S CHEERING FOR THAT KID AND HER MUSICAL ACT! AND LOOK!... SUPERMAN'S GOING TO APPLAUD!

THIS IS IT! METROPOLIS' LAST MOMENT!







# ACTION COMICS



BUT THE PARADE CONTINUES...

!GASP!! THAT GIRL'S ACT WAS GREAT! WHY DIDN'T SUPERMAN APPLAUD HER?

I'D GIVE A LOT TO KNOW THE ANSWER!



THE ANSWER? JUST MOMENTS AGO, AS SUPERMAN WAS ABOUT TO APPLAUD...

JIMMY, WHY ISN'T SUPERMAN GIVING THAT LITTLE GIRL A HAND LIKE EVERYONE ELSE?

BECAUSE HIS SUPER-CLAP MIGHT SET UP A VIBRATION WHICH WOULD SHATTER THE GLASS BOTTLES!



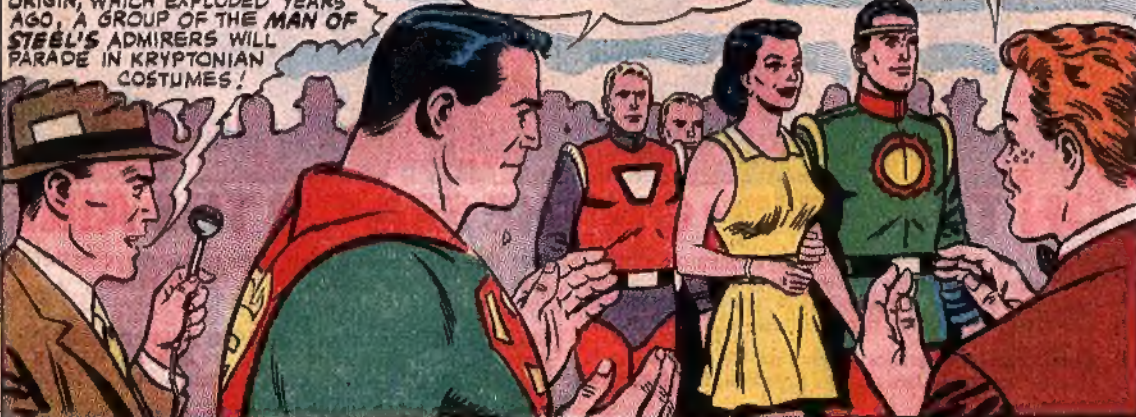
LOTS MORE THAN THAT WOULD HAVE BEEN SHATTERED, JIMMY!

THE CELEBRATION GOES ON...

AND NOW, TO HONOR KRYPTON, THE PLANET OF SUPERMAN'S ORIGIN, WHICH EXPLODED YEARS AGO, A GROUP OF THE MAN OF STEEL'S ADMIRERS WILL PARADE IN KRYPTONIAN COSTUMES!

IT'S WONDERFUL! A COUPLE IS DRESSED LIKE MY FATHER, JOR-EL, AND MY MOTHER, LARA! THEY DESERVE APPLAUSE!

WHAT MAGNIFICENT OUTFITS! GIVE THEM A HAND!



THE NEXT INSTANT, AS THE UNDERWORLD LEADERS WATCH...

THERE GOES THE MONITOR, JUST AS SUPERMAN WAS ABOUT TO APPLAUD!

WOW! THE MEGATRON MUST HAVE EXPLODED! I'M SURE OF IT!



BUT, SECONDS LATER...

!GROAN!! METROPOLIS IS STILL STANDING! THEN THE SATELLITE MUST HAVE ACTED UP BECAUSE OF CIRCUIT TROUBLE IN ITS WIRING... I WONDER WHY THAT SUPER-EXPLOSIVE DIDN'T WORK?





WHAT'S THE ANSWER? WHY DIDN'T THE **MEGATRON** EXPLODE?



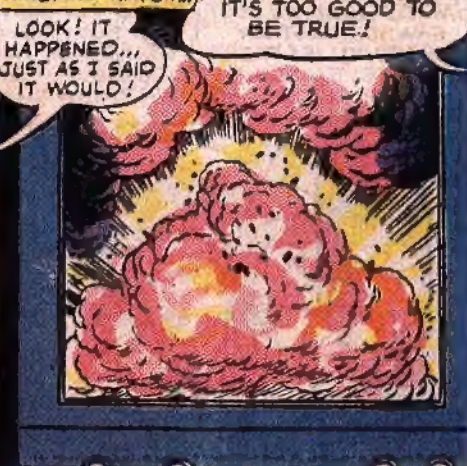
AS THE MOBSTERS SEE THIS...



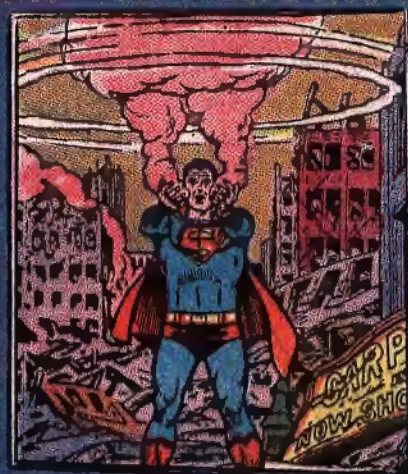
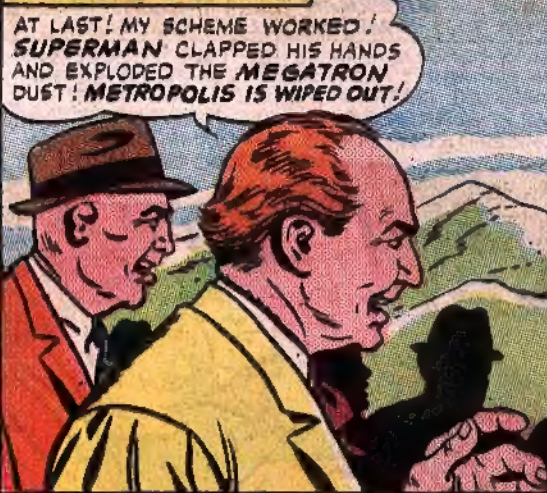
MEANWHILE, AT THE PARADE...



AN INSTANT LATER, AS THE UNDERWORLD KINGPINS WATCH...



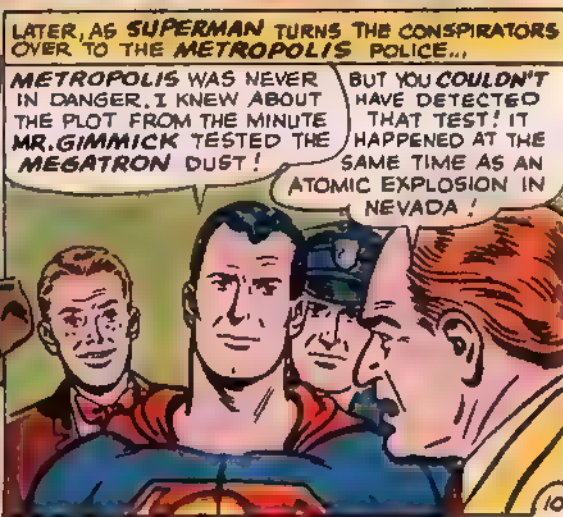
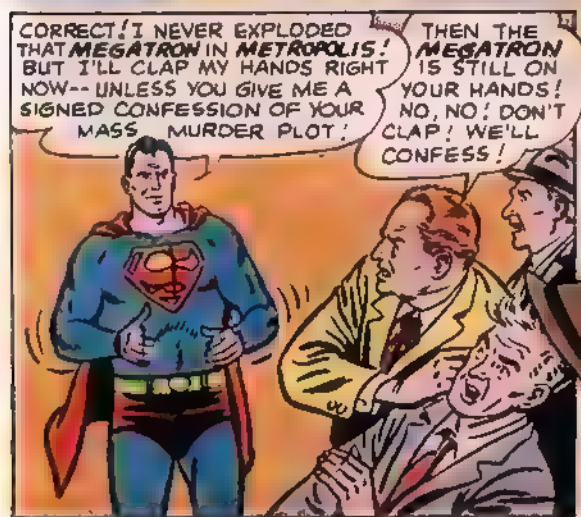
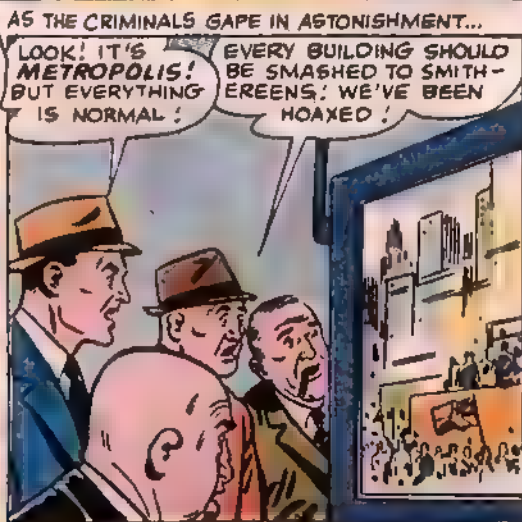
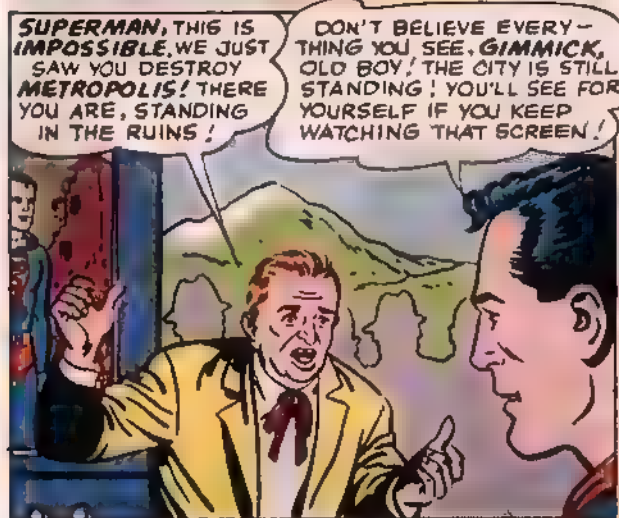
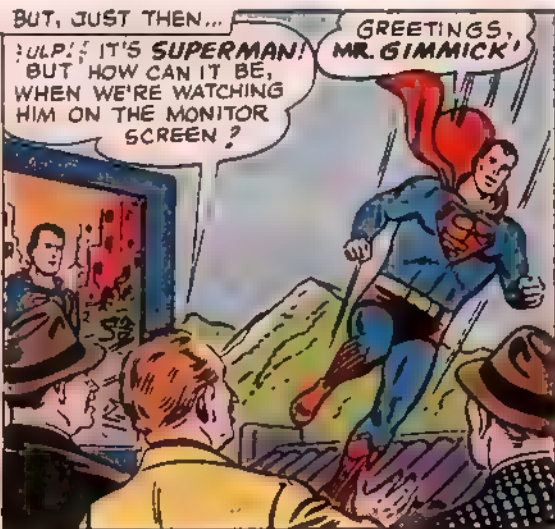
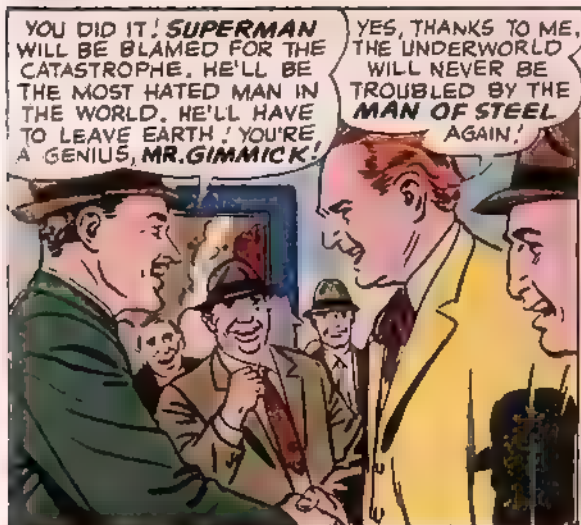
AS THE SMOKE CLEARS...







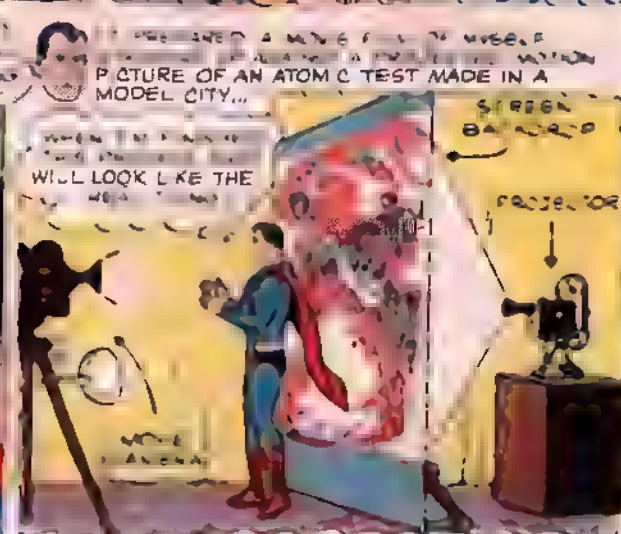
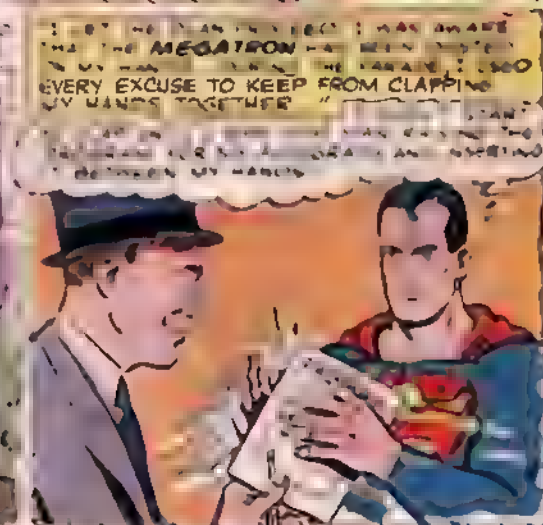
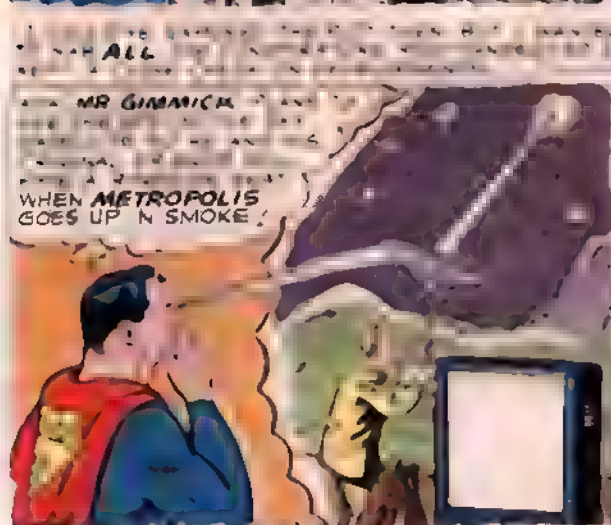
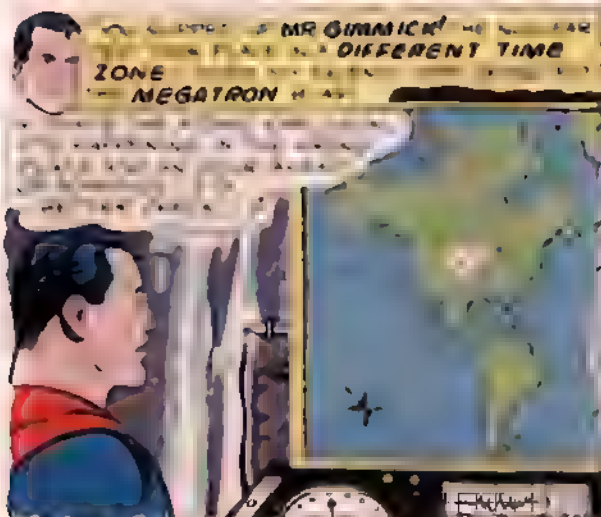
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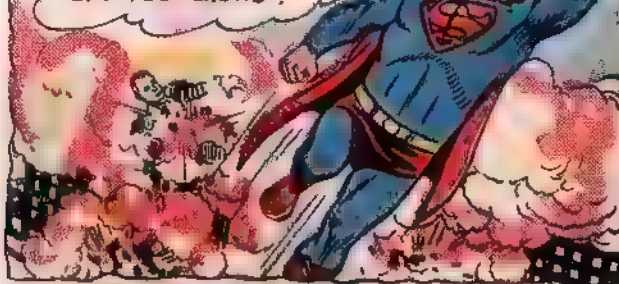
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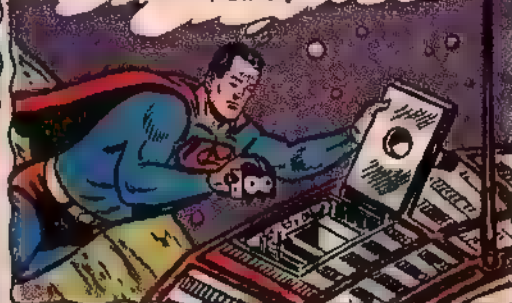
"LATER, AWARE THAT YOU WERE WATCHING ME DURING THE PARADE, I USED MY HEAT VISION TO EXPLODE THE INFLAMMABLE GASES IN THE GIANT BALLOONS..."

I SECRETLY SUBSTITUTED HYDROGEN GAS FOR THE NON-FLAMMABLE HELIUM THAT WAS TO HAVE BEEN USED! THE FLAME AND SMOKE ARE TOO HIGH UP TO HURT THE PEOPLE BELOW, BUT THEY'LL MASK MY MOVEMENTS FROM MR. GIMMICK AND HIS CROOKED CROWD!



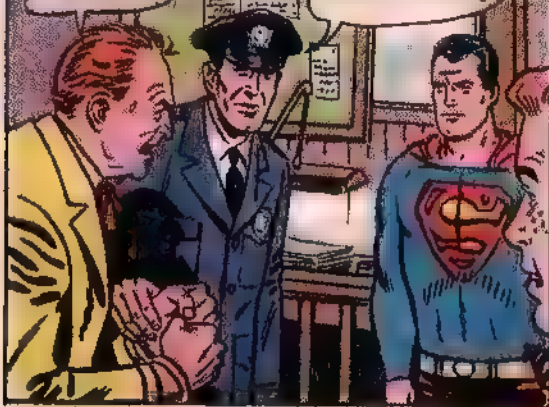
"STREAKING UPWARD AT SUPER-SPEED, I HEADED FOR THE SPY-IN-THE-SKY SATELLITE, AND..."

NOW TO CONNECT THIS MOVIE PROJECTOR WITH THE CIRCUITS THAT ARE TRANSMITTING PICTURES TO MR. GIMMICK'S MONITOR. THE NEXT THING THOSE CROOKS WILL SEE WILL BE MY FAKE FILM, SHOWING METROPOLIS IN RUINS!



AND TO THINK I LET MYSELF BE OUTWITTED LIKE THAT! MY REPUTATION IS RUINED!

COME ON, PAL! WHERE YOU'RE GOING, YOU WON'T HAVE TO WORRY ABOUT YOUR REPUTATION!



OF COURSE, THE MOBSTERS WEREN'T IN ANY DANGER, EVEN IF I HAD CLAPPED MY HANDS! I HAD ALREADY BURNED OFF THE MEGATRON WITH MY HEAT VISION!

IT SURE TOOK SOME SUPER-GIMMICKS TO OUTWIT MR. GIMMICK!

AND ONLY YOUR SUPER-BRAIN COULD HAVE DEVISED THEM!



# PUT YOUR NOSE TO THE DOT

(You'll "see" the delicious secret of a Tootsie Pop)



See! There's a Tootsie Roll inside...and hard candy outside. In six scrumptuous flavors too!





# SUPERGIRL

THEY SAID SUPERGIRL WOULD BE THE GREATEST GLADIATOR WHO EVER FOUGHT IN OUR ARENA! BUT SHE'S FINISHED UNLESS SHE USES HER SUPER-POWERS AGAINST THAT ENERGY CREATURE!

**GASP!**  
THAT BEAST WILL DESTROY ME WITH ITS ENERGY BOLTS!  
**GROAN!** BUT I'M HELPLESS!  
MY SUPER-POWERS DON'T WORK IN THE STRANGE ENVIRONMENT OF DIMENSION Z!

AS A STRANGE CRAFT DRIFTS THROUGH THE TIMELESS VOID BETWEEN DIMENSIONS...

WE ARE APPROACHING OUR DESTINATION, HUBRO. BE SURE THE EQUIPMENT IS READY. IN A SECOND WE'LL MATERIALIZE IN EARTH'S DIMENSION!

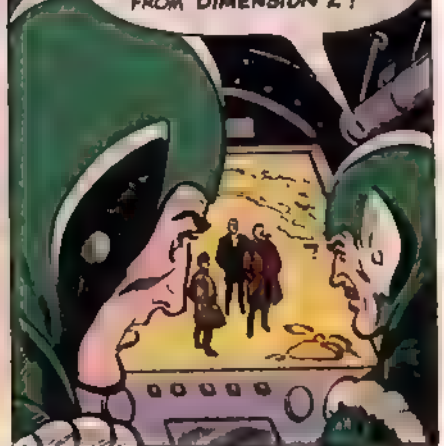
ALL IS ARRANGED, STIX. SUPERGIRL'S VISI-RECORDS ARE PREPARED FOR DISPLAY.

OUR ADVANCE AGENT CARRIED OUT HIS ORDERS! REPRESENTATIVES OF SCOTLAND YARD, THE FRENCH SURETE AND THE F.B.I. ARE AWAITING OUR ARRIVAL.

EXCELLENT! AND WHEN WE'VE SHOWN THEM THE EVIDENCE, THEY'LL BE CONVINCED THAT SUPERGIRL IS THE MOST DANGEROUS CONVICT WHO EVER ESCAPED FROM DIMENSION Z!

MAROONED IN A WEIRD WORLD, THE MIGHTY SUPERGIRL FINDS THAT HER AWESOME POWERS HAVE VANISHED, LEAVING HER HELPLESS IN THE FACE OF ONE FRIGHTFUL PERIL AFTER ANOTHER! IT'S A DESPERATE STRUGGLE FOR SHEER SURVIVAL, WHEN THE MAID OF STEEL FACES...

**THE ORDEALS OF DIMENSION Z.**





LANDING, THE ALIENS INTRODUCE THEMSELVES AND INVITE THE EARTH LAWMEN INTO THEIR SHIP, WHERE...

YES, GENTLEMEN. **SUPERGIRL** IS REALLY **SERPENA**, AN ESCAPED CONVICT FROM **DIMENSION Z**! SEE? THIS VISI-RECORD SHOWS HOW SHE UNDERMINED A CITY TO SEEK VALUABLE MINERALS FOR AN EVIL EXPERIMENT.

INCREDIBLE!

LATER, AS **SUPERGIRL** IS SUMMONED TO F.B.I. HEADQUARTERS

AS AN AGENT OF THE **INTERDIMENSIONAL BUREAU OF INVESTIGATION**, I CHARGE THAT YOU ARE AN ESCAPED CONVICT FROM **DIMENSION Z** ... WHERE NO ONE IS **SUPER**!

I'LL PROVE I'M INNOCENT!

IF NO ONE IS **SUPER** IN YOUR WORLD, THEN I CAN'T POSSIBLY COME FROM **DIMENSION Z**, BECAUSE I HAVE **SUPER-POWERS**. I'M A **KRYPTONIAN**! AND I GOT MY POWERS FROM EARTH'S **YELLOW SUN**!

BUT THE ALIEN INSISTS ON EXAMINING **SUPERGIRL'S** BOOTS. AND ...

AHA! JUST AS I SUSPECTED! A MINATURE **SUPER-ENERGY CELL** ... ITS **TRANSISTORIZED POWER-PACK** GAVE YOU **SUPER-POWERS**! ... THERE! IT'S SHUT OFF PERMANENTLY. NOW LET'S SEE YOU FLY!

I NEVER SAW THAT GADGET BEFORE!

I'LL TAKE OFF AND SHOW THEM!

WHAT'S HAPPENING? MY **FLYING POWER** IS GONE ... 3 000FFFF! I HURT MYSELF ... I'M NO LONGER INVULNERABLE!

HA, HA! I FASTENED THAT GADGET ON HER FOOT BY SLEIGHT OF HAND IT DRAWS FORCE FROM A DISTANT **RED SUN**, THUS ELIMINATING HER **SUPER-POWERS** WHEN I SWITCHED IT ON!

QUITE AN ACT! YOU EVEN FOOLED **SUPERMAN** WITH IT.

AND AS NEW "EVIDENCE" PILES UP AGAINST **SUPERGIRL**...

YOU EVEN COMMITTED MURDER! THESE WERE ONCE LIVING PEOPLE WHOM YOU TURNED TO GLASS! OUR VISI-SCREEN WILL SHOW WHAT HAPPENED ON THAT FATAL DAY IN YOUR FATHER'S LABORATORY. YOU ARE ABOUT TO SEE A TAPE OF HER ACTUAL CRIME.

??



**ASTONISHED, SUPERGIRL WATCHES A STRANGE SCENE UNFOLD...**

**GASP!!**  
DAUGHTER... YOU SHOULDN'T HAVE USED MY BRAIN EVOLUTION MACHINE! IT AFFECTED YOUR PINEAL GLAND... YOU'VE DEVELOPED A THIRD EYE!

AN EYE WITH A WEIRD POWER... I ONLY GLANCED AT THAT INSECT AND IT TURNED TO GLASS!

**AN INSTANT LATER...**

SERPENA HAS A THIRD EYE... IT TURNED THAT BUTTERFLY TO GLASS.

EEEEYAH!

MY FATHER'S LAB ASSISTANTS! I'LL DO THE SAME TO YOU FOR SPYING ON ME!

**AS THE VISI-SCREEN IS SWITCHED OFF...**

IT'S NOT TRUE! I NEVER TURNED ANYONE TO GLASS! I KNOW THAT GIRL SERPENA LOOKS LIKE ME, BUT...

LOOK AT HER SQUIRM! WHAT WOULD SUPERGIRL SAY IF SHE KNEW WE FILMED THOSE FAKE RECORDS BEFORE WE LEFT DIMENSION Z?

**AS THE HEARING ENDS...**

SUPERMAN!... AM I GLAD TO SEE YOU! THEY SAY I'M A CRIMINAL FROM ANOTHER DIMENSION... TELL THEM I'M YOUR KRYPTONIAN COUSIN!

SORRY, SUPERGIRL! YOUR SUPER-POWERS HAD ME FOOLED, BUT I'VE KNOWN OF YOUR CRIMINAL TENDENCIES FOR A LONG TIME.

FOR INSTANCE, LAST WEEK, AFTER WE BOTH REPAIRED A COLLAPSING STEEL BRIDGE... I FOUND A CHUNK OF DAMAGED BEAM WITH YOUR HAND PRINT... PROVING IT WAS YOU WHO WEAKENED THE BRIDGE.

SUPERMAN, I DON'T REMEMBER DOING IT... ARE YOU SURE??

WAIT! I KNOW HOW TO PROVE MY INNOCENCE! YOU SAID I TURNED PEOPLE INTO GLASS BY USING A THIRD EYE! BUT I HAVE NO THIRD EYE!

HAVEN'T YOU?





# ACTION COMICS



LOOK! HERE IT IS, IN THE BACK OF YOUR HEAD!

GROAN! THEN IT'S TRUE... BUT I NEVER KNEW IT WAS THERE... I SWEAR IT!

I CAUSED THAT THIRD EYE BY EXPOSING HER TO THESE PIECES OF RED AND GREEN KRYPTONITE, WHICH ONCE COMBINED TO GIVE SUPER-MAN A THIRD EYE.

AND SO, FRAMED BY FAKED EVIDENCE, SUPERGIRL IS DEPORTED...

SOB! ... I'M OFF TO DIMENSION 2 TO BE PUNISHED FOR CRIMES I DON'T EVEN REMEMBER COMMITTING. CHOKES! I MAY NEVER SEE EARTH AGAIN!

BUT PRESENTLY, AS THEY MATERIALIZE IN A WEIRD, DIMENSIONAL WORLD...

SO THIS IS DIMENSION Z! ... I DON'T REMEMBER IT AT ALL.

NATURALLY ... BECAUSE YOU'VE NEVER BEEN HERE! "SERPENA" WAS AN ACTRESS WHO HELPED US FILM THAT "EVIDENCE" JUST TO TRICK YOU INTO THIS DIMENSION!

SUPERMAN! DID YOU HEAR THEM? THEY LIED ABOUT ME! I'M NOT A CRIMINAL... SULP! YOU'RE NOT THE REAL SUPERMAN!

CORRECT! I'M WORKING WITH STIX AND HUBRO! I WAS THEIR ADVANCE AGENT! I USED AN ANTI-GRAVITY RING TO FLY, AND THEY AREN'T REAL LAWYERS!

THEN IT WAS ALL A CRUEL HOAX? BUT WHY DID YOU BRING ME HERE?

WE ARE IN CHARGE OF THE CONTEST OF PEAK! EACH YEAR, WE MUST SEARCH THE VARIOUS DIMENSIONS FOR A MIGHTY HEROINE TO FIGHT HERE. OUR CHOICE MUST BATTLE THE FIERCEST CREATURES OF OUR WORLD.

AS SUPERGIRL IS LED WITHIN THE VAST ARENA...

OUR BEASTS HAVE INCREDIBLE POWERS. THEY HAVE DEFEATED THE GREATEST HEROINES OF MANY UNIVERSES. WE TURN THEIR BODIES INTO GLASS AS MEMORIALS TO THEIR COURAGE!

SULP! SO THAT'S WHAT HAPPENED TO THOSE PEOPLE YOU CLAIMED I HAD "MURDERED"! WELL, YOU CAN'T FORCE ME TO FIGHT.





**ACTION COMICS** 







# ACTION COMICS



INSTANTS LATER, ANOTHER WEAPON EXPLODES...



A SNOW-BOLT! IT'S LIKE AN INSTANT BLIZZARD BLANKETING THE ENTIRE HILL... IF ONE OF THOSE BOLTS STRIKES ME, I'LL FREEZE SOLID! HOW CAN I DEFEAT THAT CREATURE?

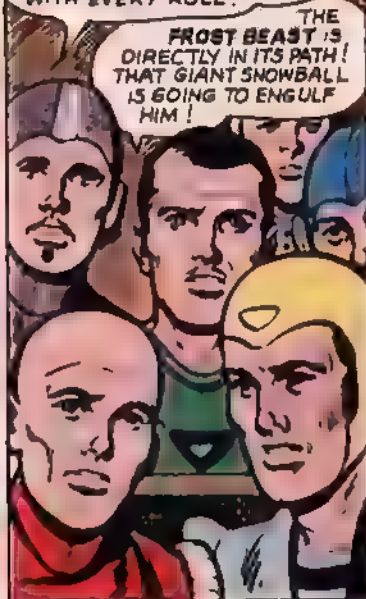
THINKING FAST, SUPERGIRL STARTS A SNOWBALL ROLLING DOWNHILL...



THAT FROST-BEAST IS DIRECTLY BELOW ME! NOW, IF MY PLAN WORKS RIGHT...

AND AS THE AUDIENCE WATCHES...

AMAZING! THAT SNOWBALL IS GATHERING MORE SNOW WITH EVERY ROLL!



THE FROST BEAST IS DIRECTLY IN ITS PATH! THAT GIANT SNOWBALL IS GOING TO ENGULF HIM!

FANTASTIC! SUPERGIRL CONQUERED THE FROST-BEAST WITH HIS OWN WEAPON!



WELL DONE! BUT CAN SHE DEFEAT HER NEXT OPPONENT, THE FLAME-MONSTER?

MOMENTS LATER, AS AN INCREDIBLE CREATURE IS RELEASED INTO THE HUGE AMPHITHEATER...



YE GODS! A LIVING FLAME-THROWER! HE MELTED THE SUPER-FROST FROM THOSE METALLIC TREES WITH A GUSH OF FIRE!

AS THOUSANDS WATCH...

SUPERGIRL'S SCARED! SHE'S RUNNING AWAY! SHE'S AFRAID THE FLAME-BEAST WILL BROIL HER TO A CRISP!



HIDING ON THAT SNOW-COVERED HILL WON'T HELP HER! HE CAN MELT THE SNOW IN SECONDS!





# ACTION COMICS



**BUT SUPERGIRL'S RETREAT IS PART OF A CLEVER PLAN...**

THOSE BURSTS OF FLAME ARE MELTING THE SNOW. IT'S POURING DOWN LIKE A WATERFALL!

JUST WHAT I WANTED HIM TO DO! THAT'S WHY I LURED HIM INTO THE HOLLOW AT THE BASE OF THIS SNOW-COVERED HILL.

**AS A NIAGARA OF MELTED SNOW ENGULFS THE FIRE SPOUTING CREATURE...**

THE WATER DOUBLED THE FLAME-MONSTER! SUPERGIRL TRICKED HIM INTO DEFEATING HIMSELF!

SIZZLE

GLUB GLUB

BUT SHE'LL BE HELPLESS AGAINST HER LAST FOE... THE ENERGY CREATURE!

GULP! THIS ONE TOPS THEM ALL! THAT BEAST IS TRYING TO NAIL ME WITH THOSE BOLTS OF PURE ELECTRICAL ENERGY WHICH IT SHOOTS FROM ITS HORNS!

ZZAPP

THAT WAS CLOSE! BUT, LUCKILY, I TOOK SHELTER BEHIND THIS GLASS STATUE THAT WAS ONCE A DEFEATED GLADIATOR! THE GLASS INSULATES ME FROM THAT ENERGY DISCHARGE.

ZZAPP

**AN INSTANT LATER...**

ANOTHER NEAR-MISS! THAT ENERGY BOLT KNOCKED DOWN A BRANCH OF A METAL TREE! ...WAIT! THAT GIVES ME A GREAT IDEA!

FROM BEHIND THE SHELTERING STATUE, SUPERGIRL HURLS THE TREE BRANCH TOWARD HER NEAR ENEMY WITH INCREDIBLE RESULTS...

ASTOUNDING! SHE USED THAT BRANCH FROM A METALLIC TREE TO SHORT CIRCUIT THE ENERGY CREATURE AND KNOCK HIM OUT OF ACTION!

ZZAPPP





# ACTION COMICS



AS THE ARENA ROCKS WITH CHEERS ...

**HURRAH FOR SUPERGIRL!**

STIX, I DEFEATED ALL THREE BEASTS. NOW SEND ME BACK TO MY OWN DIMENSION!

NOT SO FAST, SUPERGIRL! THERE'S ONE MORE TASK YOU MUST PERFORM. BUT RIGHT NOW, PLEASE COME WITH US.

SOON ...

ACCORDING TO TRADITION THE WINNING GLADIATOR MUST SPEND THE DAY AS GUEST OF OUR RULER, KING AVRO!

THIS IS THE ROYAL PALACE! THE KING KNOWS OF YOUR VICTORY. HE AWAITS YOU.

PRESENTLY, IN THE THRONE ROOM ...

YOUR MAJESTY! THE VICTOR HAS COME!

AN, YES! I WATCHED HER FEATS ON THE SCANNER. SHE'S AS CLEVER AS SHE IS LOVELY!

WHAT A MAGNIFICENT FIGURE OF A MAN! I CAN'T WAIT TO SEE HIS FACE.

BUT A SHOCKING MOMENT LATER ...

YES, MY DEAR! I AM AS UGLY AS YOU ARE BEAUTIFUL! ... THE BODY OF A MAN WITH THE HEAD OF A BEAST! :SIGH: BUT I WAS NOT ALWAYS THIS WAY.

:GASP!: Y-YOUR MAJESTY!

STIX AND HUBRO, YOU ARE DISMISSED! I WILL ENTERTAIN SUPERGIRL AT DINNER ... IF SHE CAN TOLERATE MY UGLINESS.

IT WILL BE AN HONOR YOUR MAJESTY!

HE SOUNDS PITIFULLY LONELY! I DON'T WANT TO HURT HIS FEELINGS BY REFUSING.

SOON ...

AND WHILE YOU ENJOY THE TRIPLE SUNSET OF OUR DIMENSION, TRY SOME OF THIS FRUIT. EACH GRAPE IN THE CLUSTER HAS A DIFFERENT FLAVOR.

KING AVRO MAY LOOK LIKE A BEAST, BUT HE'S KIND AND GENEROUS! I WONDER HOW HE CAME TO HAVE THAT FACE?





# ACTION COMICS



LATER, AS THE EVENING ENDS...

SUPERGIRL, I MUST RETURN TO MY DUTIES, BUT YOU'RE FREE TO LOOK AROUND THE ROYAL PALACE.

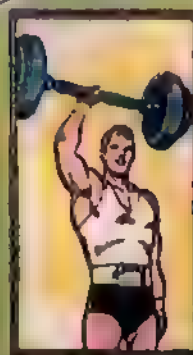
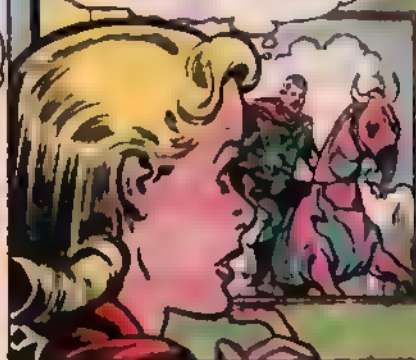
THANK YOU, YOUR MAJESTY!

HOW GALLANT HE IS! ...I'VE ENJOYED HIS COMPANY. I HOPE I'LL SEE HIM AGAIN!



BUT WHILE EXPLORING THE PALACE, SUPERGIRL OPENS A CERTAIN DOOR, TO FIND...

THIS ROOM... IT'S FILLED WITH THREE-DIMENSIONAL PICTURES OF A HANDSOME YOUTH! WHAT A MAGNIFICENT SPECIMEN! I WONDER WHO HE IS?



THE ANSWER COMES AN INSTANT LATER...

SUPERGIRL! THIS ROOM SHOULD HAVE BEEN LOCKED! GROAN! WHY DIDN'T I DESTROY THESE IMAGES LONG AGO? THE PAST IS DEAD! DEAD!

I UNDERSTAND NOW! THESE ARE ALL PICTURES OF YOU AS YOU ONCE WERE!



"YES, YEARS AGO, I WAS THAT HANDSOME YOUTH. THEN, ONE DAY, I PUNISHED AN EVIL WIZARD WHO HAD USED HIS POWERS TO MAKE A STRANGE WEAPON..."

... AND FOR USING YOUR MUTATION MACHINE ON THIS MAN, I SENTENCE YOU TO LIFE IMPRISONMENT!

I'LL HAVE MY REVENGE SOME DAY!



"THE EVIL ONE ESCAPED. ONE DAY, HE SLIPPED INTO THE PALACE WITH A BOOK OF ANCIENT MAGIC..."

WHO NEEDS THAT MUTATION MACHINE? HA-HA! I'LL USE ONE OF THE ANCIENT SPELLS HANDED DOWN BY MY ANCESTORS... MAY YOUR FACE WEAR THE MARK OF THE BEAST!



"I OFFERED HALF MY KINGDOM TO THE MAN WHO COULD RESTORE ME! MY GREATEST SCIENTISTS WORKED IN VAIN..."

THE EXPERIMENT WAS A FAILURE, SIRE... BUT THERE IS ONE HOPE LEFT... A PAGE IN THIS BOOK OF MAGIC WE TOOK FROM THE WIZARD!

TAKE IT AWAY! THAT EVIL VOLUME HAS HARMED ME ENOUGH!







# ACTION COMICS



AS KING AVRO ENDS HIS SORROWFUL STORY...

I HAVE BORNE THE MARK OF THE BEAST EVER SINCE... WHAT MORE IS THERE TO SAY?... GOODNIGHT, SUPERGIRL! MY SERVANTS WILL SHOW YOU TO YOUR QUARTERS.

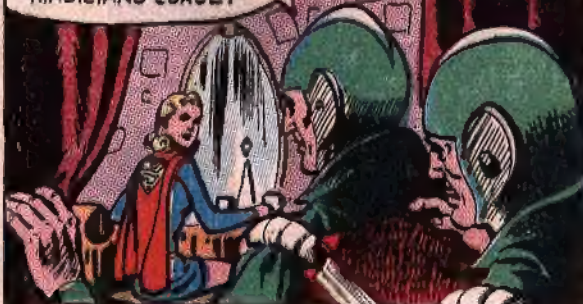
HE SOUNDS SO BITTER, SO DESPAIRING. IF I COULD ONLY HELP HIM!



BUT IN THE GUEST CHAMBER, SUPERGIRL IS CONFRONTED BY STIX AND HUBRO...

SUPERGIRL, WE OVERHEARD THE KING TELL YOU HOW HE WAS TURNED INTO A MAN-BEAST. BUT HE NEVER LET US TELL HIM THE ONE POSSIBLE CURE THAT CAN REMOVE THE MAGICIAN'S CURSE.

LISTEN TO THE PROPHECY IN THE WIZARD'S BOOK OF MAGIC!



"AWAIT THE KISS OF A MIGHTY MAID, WHO FROM ANOTHER WORLD HAS STRAYED. WITH HER KISS, O BEASTLY LORD, WHAT WAS LOST WILL BE RESTORED."

FOR YEARS WE'VE SEARCHED OTHER DIMENSIONS FOR A HEROINE WHO WOULD FULFILL THAT PROPHECY. ALL HAVE FAILED UNTIL NOW.



YOU'RE THE FIRST HEROINE TO WIN VICTORY IN THE CONTEST OF PERIL! TO RETURN TO YOUR DIMENSION, YOU MUST FULFILL ONE LAST TASK... KISS KING AVRO AND RESTORE HIS HUMAN FACE.

I-I'LL DO IT!

HOW STRANGE! THIS IS JUST LIKE THE FAIRY TALE OF BEAUTY AND THE BEAST!



AS THE PALACE SLEEPS, THEY SLIP INTO THE KING'S BED CHAMBER...

THERE'S THE KING NOW. KISS HIM AND YOU'RE FREE TO RETURN TO YOUR OWN WORLD.

IT-IT'S TAKING ALL MY WILL-POWER. BUT I MUST DO IT... FOR AVRO'S SAKE AS WELL AS MY OWN!



WULF! TO THINK THAT MY KISS CAN MAKE HIM A HANDSOME HUMAN ONCE MORE! RISE, AVRO! MAY YOUR NOBLE VISAGE BE RESTORED.







# ACTION COMICS



**BUT IN THE NEXT INSTANT...**

THE KING ... HE'S AWAKENED!  
BUT HIS FACE HASN'T CHANGED!

I FELT SOFT  
LIPS TOUCHING  
MINE! I THOUGHT  
I WAS DREAMING  
... WHAT'S GOING  
ON HERE?



**AS STIX EXPLAINS...**

YOU PROMISED HALF YOUR KINGDOM IF  
SOMEONE COULD RESTORE YOUR HUMAN  
FEATURES. SO WE FOLLOWED THE  
DIRECTIONS OF THE PROPHECY  
IN THE BOOK OF MAGIC.

WE  
ASKED THIS  
HEROINE FROM  
THE THIRD DIMENSION  
TO KISS YOU AND MAKE  
YOU HANDSOME  
ONCE MORE.



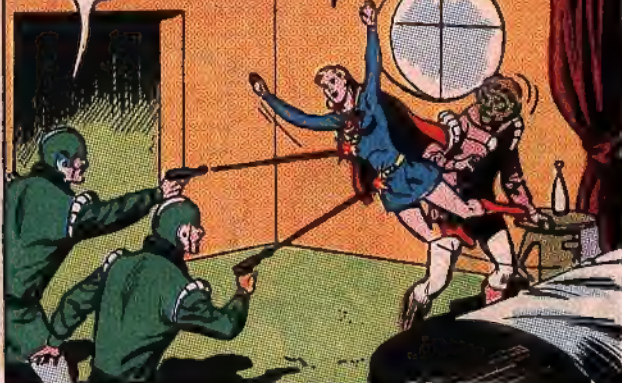
AND BECAUSE OF THAT  
RIDICULOUS PROPHECY, YOU  
FORCED THIS BEAUTIFUL GIRL  
TO KISS A HIDEOUS CREATURE  
LIKE ME? I'LL HAVE YOU  
CONDEMNED TO THE  
DUNGEONS FOR  
THAT CRIME!

NO ONE  
WILL TAKE  
ME  
ALIVE!



SILENCE HIM  
BEFORE HE CALLS  
THE GUARDS! USE  
YOUR FORCE GUN,  
HUBRO!

AVRO ... THEY'RE TRYING TO  
KILL HIM... I MUST STOP THEM!  
- ULP! - I'M FLYING!



**YES, TO SUPERGIRL'S ASTONISHMENT, HER  
SUPER-POWERS HAVE RETURNED...**

I'M INVULNERABLE TO THEIR FORCE GUNS!  
MY SUPER-STRENGTH MUST HAVE BEEN  
RESTORED, TOO! IF I HIT THEM HARD, I MIGHT  
INJURE THEM! BUT A SLIGHT TAP SHOULD  
PUT THEM TO SLEEP UNTIL THE  
KING'S GUARDS COME.



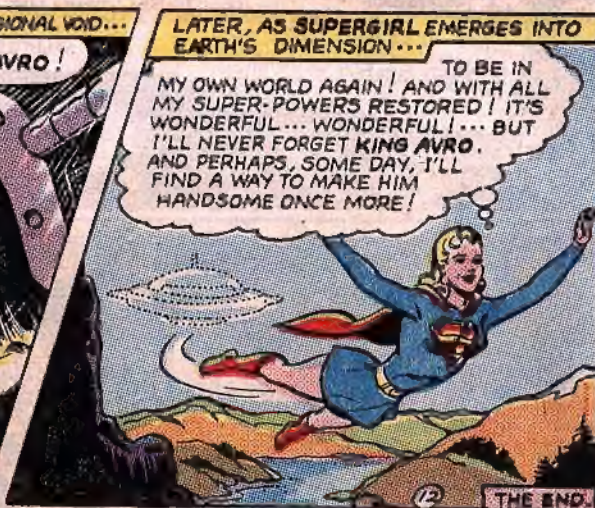
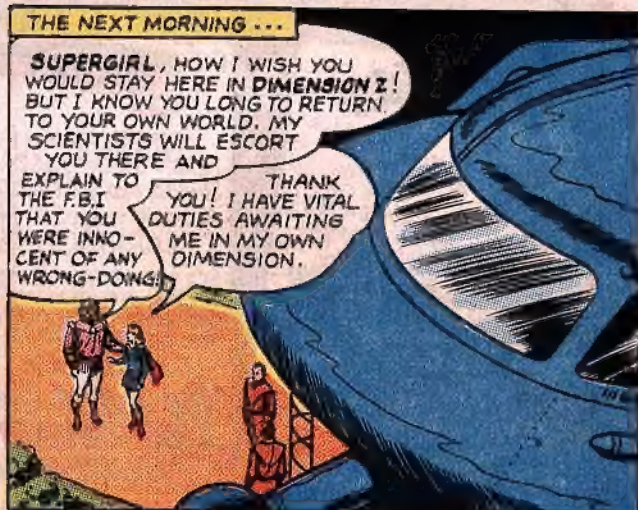
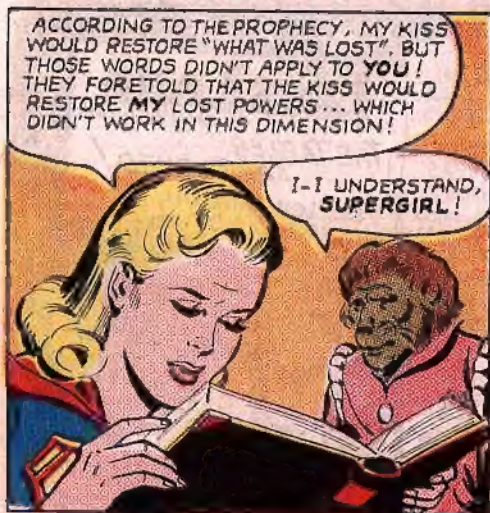
**AS THE CULPRITS ARE TAKEN INTO CUSTODY...**

BUT, SUPERGIRL, YESTERDAY,  
IN THE ARENA, YOU HAD NO  
SUPER-POWERS! HOW DID  
YOU REGAIN THEM?

YOUR MAJESTY, I  
BELIEVE THE ANSWER  
LIES IN THIS BOOK  
OF MAGIC.







## SUPERMEN OF AMERICA

### SUPERMAN'S SECRET MESSAGE

(Code Pluto No. 8)

BPM ACXMZUIV BD  
APWEA EQTT JM  
JZWILKIAB QV  
KWTWZ VMFB  
GMIZI

SUPERMAN.

c/o ACTION COMICS

575 LEXINGTON AVENUE, NEW YORK 22, N. Y.

Dear Superman:

Please enroll me as a Member of the SUPERMEN of AMERICA. I enclose 10c to cover cost of mailing. It is understood that I am to receive my Membership Certificate, Button and Superman Code.

NAME.....

STREET ADDRESS.....

CITY.....

ZONE.....

STATE.....

SEPT.



# METROPOLIS MAILBAG

Dear Editor: In ACTION No. 324, a boy named Dan Solla wrote in giving a list of expletives used frequently in Superman comic books. In your answer, you told him of two words that he missed. But I found 11 others you both overlooked. They are: Gaa! Uh! Oh! Ugh! Moan! Haw! Humph! Ylllll! Eeeyah! Yip! and Ho, ho! Did I forget any? —Arnold Schmidt, Mansfield, Ohio.  
(Yes! Great Caesar's Ghost! —Ed.)

Dear Editor: I have been reading your great comics for years now, but there's one thing that really bugs me. It's about these boy friends Supergirl has been getting lately. With the exception of Dick Malverne, they're all abnormal. There's Jerro, who's half fish; Biron the centaur (Superhorse), who's half horse; Tor-An, a crook from the Phantom Zone; Mr. Mxyzptlk, who's a bald-headed runt; and Randor, a chemical man. Surely a gorgeous dish like Supergirl deserves better than these factory rejects! —Ray Hyatt, Langley, B.C., Canada.  
(Stop complaining or we'll add BIZARRO to the list of suitors. —Ed.)

Dear Sir: "The Secret Life of Clark Kent" was great. It showed Clark's desire to be admired in his secret identity, instead of being scorned for his timidity. I noticed one mistake, though. Many times you showed the Quakers wearing bright colors. Actually, they dressed in conservative colors, like gray or brown, and in white, to show modesty. —Jill Hedges, San Francisco, Calif.  
(Isn't it possible for customs to change over the centuries, even in an isolated valley? Certainly, most contemporary Quakers dress just like everyone else —former Vice President Nixon and the late President Herbert Hoover are two examples. —Ed.)

Dear Editor: In a movie I saw at school, it was stated that if a snake charmer keeps a five-foot distance between himself and his cobra, he will be safe, since a cobra cannot strike from a basket. But in the Supergirl story in ACTION No. 324, Abdul is

struck by a cobra that was in a basket. Thirty of my classmates saw the film, read the story, and they'll back me up! —Mike Pavlik, New Martinsville, W.Va.  
(We refuse to answer a sink who will let thirty of his friends read his issue instead of making them buy their own copies. —Ed.)

Dear Editor: Did you know Krypton is an element? According to my chemistry book, the symbol is Kr; the atomic weight is 83.80; atomic number—36. It was discovered by Sir W. Ramsay and M. W. Travers in Great Britain in 1898. —Frank Oberer, Dearborn Heights, Mich.

(Tell your chemistry teacher to give you an A. But we hasten to add that krypton, a gaseous element, is not to be confused with Kryptonite. —Ed.)

Dear Editor: I've been a follower of your many magazines for years, but I've seldom seen a story with so much emotion as "The Ugly Duckling Teacher of Stanhope College." However, I have one complaint. The teacher is despised by all because of her plain looks. Then she becomes popular by having her glasses removed, her hair dyed, etc. It gives the impression that a girl must be another Cleopatra to be liked. There are a great many people in this world who have done fine things despite their plain looks. I'd rather have seen her get her true love with her real looks. —Bob Allen, Attica, N.Y.

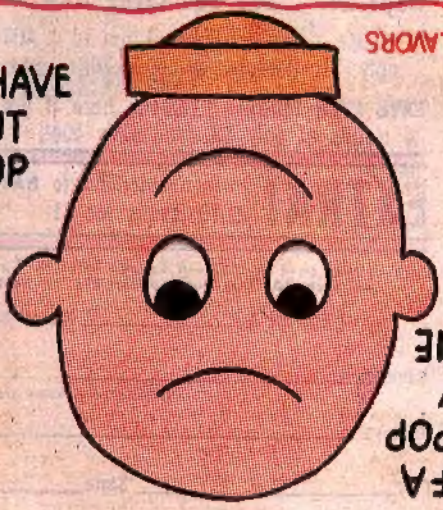
(Brother, did you read us wrong! We clearly established that Miss Sparrow was not happy when she thought people liked her only for her new looks. Re-read the yarn and you'll see it was Professor Mark Hilary, who admired her before she changed, that made Miss Sparrow's life perfect. —Ed.)

Dear Editor: What would happen if Superman were exposed to all six types of Kryptonite? —David Van De Voort, Dwight, Ill.

(We really can't know for sure till it happens, but it might be beneficial. Red, White and Blue K could make him patriotic, while Gold, Jewel and Green (color of money) K could make him rich. —Ed.)

**WHAT DO YOU HAVE  
WHEN YOU CUT  
A TOOTSIE POP  
IN HALF?**





**IN 6 SCRUMPTIOUS FLAVORS**



**TWO HALVES OF A  
WHOLE TOOTSIE POP  
WITH CHEWY  
CHEWY TOOTSIE  
ROLL INSIDE**